



“Bringing Continuity Planning to the Carolinas”

BYLAWS

February 17, 2022

By:

The BCPC Board

ARTICLE I - Mission

Business Continuity Professionals of the Carolinas (BCPC) is a management group formed to share information about continuity of operations planning. These disciplines involve the planning, and preparation for resumption of business in the event of a major disruptive incident.

ARTICLE II - Guiding Principles

We believe that effective business contingency planning includes the development and implementation of recovery strategies and plans for a company's core business functions as well as the technology infrastructure and support organizations.

ARTICLE III - Objectives

The purpose of this organization is to:

- Provide a forum for the interchange of ideas, topics, and information in the field of continuity of operations planning.
- Promote increased awareness of continuity of operations planning.
- Identify common problems and propose resolutions.
- Identify supplier requirements which could facilitate continuity of operations planning.
- Encourage public and private partnerships to ensure collaboration across the community.

ARTICLE IV - Disclaimer

The Business Continuity Professionals of the Carolinas (BCPC) disclaims liability for any personal injury, property or other damages of any nature whatsoever, whether special, indirect, consequential or compensatory, directly or indirectly resulting from the publication, use of, or reliance of materials presented and/or shared at BCPC Meetings. BCPC also makes no guaranty or warranty as to the accuracy or completeness of any information published or shared at BCPC Meetings.

By sponsoring and/or facilitating meetings, BCPC is not undertaking to render professional or other services for or on behalf of any person or entity. Nor is BCPC undertaking to perform any duty owed by any person or entity to someone else. Anyone attending BCPC Meetings should rely on his or her own independent judgment or, as appropriate, seek the advice of a competent professional in determining the exercise of reasonable care in any given circumstances.

BCPC has no power, nor does it undertake, to police or enforce compliance with any regulations governing business continuity. Nor does BCPC list, certify, test, or inspect products, designs, or installations for compliance with regulations governing business continuity. Any certification or other statement of compliance with any requirements presented at meetings shall not be attributable to BCPC and is solely the responsibility of the certifier or maker of the statement.

ARTICLE V - Membership

1. **Member.** Members are individuals who are involved with business contingency planning. Each has voting rights and may serve on the Board. Each member is expected to provide a valid email address which is used for all official correspondence between the BCPC Board and members.
2. **How to Join.** Individuals may join by providing an email address to the any BCPC Board Member. The right of membership in BCPC is based on expected participation in and contribution to BCPC.

ARTICLE VI - Dues

BCPC has no dues at this time. However, this may change upon approval of the membership.

ARTICLE VII - Operating Year

The fiscal year of BCPC shall be 01 January through 31 December. Board terms also conform to the calendar year.

ARTICLE VIII - Administration

1. **Board Composition.** The Board of BCPC consists of seven members: Chair, Vice-Chair, Secretary, Public Relations Director, Program Coordinator, Special Projects Director and Web Master. The Board is voluntary support of the membership of the association. Only one individual from an

organization may serve on the Board at any given time. The quorum for Board Meetings shall be four (4) members.

2. **Terms.** Each Board position is for a term of two (2) years, and is effective at the start of the calendar year immediately following elections. There are no term limits. Board elections are held annually. Four positions are elected one year, with the other three the following year. Board shall maintain at all times a current table listing positions, start and end dates and current person. Board Members who do not intend to seek reelection should make every effort to notify Chair of their impending resignation, with a suggested 60 days notice. Board reserves right to set an earlier or immediate termination date.

- 2.1 *Midterm vacancies.* Chair (or Vice Chair, if necessary) will consult with Board to fill any midterm vacancies. In the event the vacancy involves the Chair, the Board will convene ASAP to realign itself and determine new positions. Any individual appointed to fulfill a board term vacancy may only serve until the completion of that term. Such appointment does not require action by the membership.

- 2.2 *Terminations.* Board shall reserve the right to request resignation of Board Member, with the unanimous vote of the remaining Board members.

3. Elections

- 3.1 *Chair.* To provide continuity for the organization, nominations for the position of Chairperson will be limited to current and past members of the Board.

- 3.2 *Other Board Positions.* All other Board members are elected from the membership at large with the exception of board member(s) appointed by the Chair for the purposes of completing board term vacancies.

- 3.3 *Board Members currently filling vacancies.* If these persons wish to remain on the Board, their names must be submitted as a candidate to the Nominating Committee.

- 3.4 *Re-election of Current Board Members.* Board members whose terms have expired may also submit their names as candidates to the Nominating Committee.

- 3.5 *Nominating Committee.* Nominations for Board candidates will be provided by the Nominating Committee, which will consist of the Board members not up for election. The membership will be notified about Board Member needs. New Board Member Nominations may be submitted to any member of the Board. The Nominating Committee will evaluate candidates. This may include but is not limited to resumes, questionnaires, and interviews. The Nominating Committee will strive to select the candidates who, in their opinion, present a diverse base of experience and perspective and will recommend such names to the membership for consideration.

- 3.6 *Timing.* A recommendation will be made by the committee to the membership and will be presented at the last meeting of the calendar year.

- 3.7 *Voting Process.* A voice vote will be conducted to confirm or deny the recommendation. Each member present is entitled to one (1) vote.

4. **Board Meetings.** Board meetings are held as needed (typically, monthly), usually by teleconference, All meetings are publicized in advance on the BCPC website and are open to the membership. Minutes are maintained.

5. Duties of the Board

- 5.1. The Chair shall:

- Set the agenda and preside at all Board Meetings.
- Direct the administration of business for the organization.
- Ensure that respective board members are performing the duties for which they are responsible.
- Appoint individuals to serve in vacancies on the Board until the completion of the current term.
- Maintain a checklist of meeting activities and assignments

5.2 The Vice-Chair shall:

- Assist Chair with duties listed above.
- Assume the duties of Chairperson in that person's absence.
- In the event of resignation, incapacity, or non-performance of duties, shall become Board Chairperson for the remainder of the un-expired term. Coordinate the planning and arranging all BCPC Activities including quarterly meetings, seminars, and special projects/functions.

5.3 The Secretary shall:

- Be responsible for ensuring that minutes of meetings are taken and distributed to all Board members.
- Report the status of the association at year end.
- Maintain copies of all records on all events sponsored by BCPC in conjunction with the chairperson.

5.4 The Public Relations Director shall:

- Be responsible for media communications.
- Maintain a calendar of events and announcements.
- Provide a liaison between BCPC and other contingency planning groups.
- Be responsible for maintaining membership mailing lists.

5.5 The Program Coordinator shall:

- Establish and maintain interfaces within the BCP Supplier Community.
- Identify opportunities for and manage vendor participation in BCPC Meetings and Seminars.
- Facilitate communication with the vendors to further the purpose of BCPC.

5.6 The Special Projects Director shall:

- Maintain awareness of changes in the BCP disciplines and new industry trends.
- Recommend special projects that may provide benefit to the BCPC membership or Board.
- Implement and manage the special projects approved by the Board.
- Innovate new interfaces with the BCP vendor community.

5.7 The Web Master shall:

- Keep website up to date
- Coordinate updates with web host contact
- Coordinate content with board members
- Act on requested changes
- Maintain the working domain name with service provider
- Conduct a review of the website every other year, remove old documentation (over 2 years old)

6. Annual Report. An Annual Report is prepared for publication at the first meeting of the new organizational year. The report may include, but is not limited to: bylaws; and a copy of the previous year's calendar. The Chair may provide a cover letter with the report highlighting the past year's accomplishments. Preparation of the Annual Report is the responsibility of the outgoing Board.

ARTICLE IX - Meetings

Membership meetings will be held quarterly and will be hosted by any member or vendor organization called the "meeting host". Roberts Rules of Order shall govern the transactions of business at all meetings, unless specified otherwise.

1. Meeting Host Responsibilities:

- Ensures that information about the upcoming meeting is sent to the Secretary and/or Public Relations Director for distribution: map, directions for parking, and any special instructions necessary for the effective conduct of the meeting.
- Provides an appropriate meeting room.
- Provides use of audio visual equipment and WebEx capabilities / instructions (as necessary).
- Provides access to light refreshments, if possible. In the event the host cannot facilitate this, then the Board may find a sponsor for the refreshments.

ARTICLE X - Changes to By-Laws

Change(s) recommended by any member shall be presented to the Board. If in agreement, then a presentation will be made to the membership at a regular meeting. The recommended change(s) shall be voted on at that meeting. A simple majority vote of the members present will be required to adopt the

change(s). Votes by proxy are accepted.

Agreed Upon by the Membership: February 17, 2022